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INTERSTATE COMMERCE COMMISSION

ALLTANK EQUIPMENT CORP.

To

THE NATIONAL SHAWMUT BANK OF BOSTON,

As Trustee

SECOND SUPPLEMENTAL INDENTURE

Dated as of February 15, 1974

To

INDENTURE OF MORTGAGE

and

DEED OF TRUST

Dated as of July 15, 1972

7% Series A Notes
7.9% Series B Notes

Second Supplemental Indenture dated as of February 15, 1974 between Alltank Equipment Corp., a Delaware corporation (the "Company") and The National Shawmut Bank of Boston, as Trustee (said Trustee and any successor thereto being herein called the "Trustee").

WHEREAS, in order to secure certain indebtedness the Company has by an Indenture of Mortgage and Deed of Trust dated as of July 15, 1972, and supplemented by a First Supplemental Indenture dated as of June 15, 1973 (the "Indenture"), mortgaged, conveyed and assigned to the Trustee (subject to the rights of Allied Chemical Corporation under the lease hereinafter referred to) the railroad tank cars and railroad hopper cars ("Cars") which are at any time and from time to time acquired by the Company from Allied Chemical Corporation ("Allied") and leased to Allied under a certain Railroad Equipment Lease and Agreement dated as of July 15, 1972 ("Assigned Lease");

WHEREAS, the Company has acquired certain additional items of railroad rolling stock which are of the same character as the Cars (the "Substituted Cars") and the Company and Allied have executed and delivered a supplement to the Assigned Lease in the form of Annex A hereto wherein the Substituted Cars have been made subject to the Assigned Lease in substitution for certain other cars originally included therein;

WHEREAS, the Company and the Trustee desire to amend the Indenture to subject the Substituted Cars to the lien thereof for the benefit and security of the indebtedness secured thereby; and

WHEREAS, the Company has performed or caused to be performed all things necessary to make this Second Supplemental Indenture a valid mortgage and deed of trust of the property referred to herein, and the execution and delivery of this Second Supplemental Indenture has been duly authorized in all respects:

NOW, THEREFORE, THIS SECOND SUPPLEMENTAL INDENTURE WITNESSETH: That the Company in consideration of the premises and for the purposes set forth in the Indenture has executed and delivered this Second Supplemental Indenture and has granted, bargained, sold, warranted, aliened, demised, released, conveyed, assigned, transferred, mortgaged, hypothecated, deposited, pledged, set over and confirmed and by these presents does grant, bargain, sell, warrant alien, demise, release, convey, assign, transfer, mortgage, hypothecate, deposit, pledge, set over and confirm unto the Trustee, and to its successors in the trust hereby created and assigns forever, all its estate, right, title and interest in, to and under any and all of the following described property:

- (i) the 47 railroad tank cars listed and described in Annex A hereto, subject to the rights of Allied under the Assigned Lease as supplemented, and

- (ii) the supplement to Assigned Lease;

to be held by the Trustee upon and subject to the covenants, conditions, uses and Trusts set forth in the Indenture.

IN WITNESS WHEREOF the parties hereto have caused this Second Supplemental Indenture to be duly executed by their respective officers thereunto duly authorized, as of the day and year first above written.

ALLTANK EQUIPMENT CORP.

By W. W. Moon
Vice President

Attest:

W. W. Moon
Assistant Secretary

The National Shawmut Bank of Boston,
as Trustee

By W. B. Holland
Trust Officer

Attest:

W. B. Holland
Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 11th day of February, 1974, before me personally came *William V. Moore* to me known, who being by me duly sworn, did depose and say that he resides at 119 Midland Ave., Bronxville, N.Y.

; that he is a Vice President of Alltank Equipment Corp., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the directors of said corporation; and that he signed his name thereto by like order.

Gilbert H. Bleich
Notary Public

Seal

GILBERT H. BLEICH
Notary Public, State of New York
No. 31-0312650
Qualified in New York County
Commission Expires March 30, 1975

Commonwealth of Massachusetts)
County of Suffolk)

On this 12th day of February, 1974, before me, James J. Quigley, a notary public in and for the Commonwealth, personally in said County and Commonwealth appeared *W. B. Wadland* and *T. A. Kahrle* to me personally known to be a Trust Officer and an Assistant Secretary, respectively, of THE NATIONAL SHAW-MUT BANK OF BOSTON, a national banking association, one of the parties named in and executing the foregoing instrument, who produced said instrument to me in said County and Commonwealth aforesaid and who, by me being duly sworn, did severally depose, say and act, on their several oaths, in said County and Commonwealth aforesaid, that said corporation executed said instrument; that they know the seal of said corporation; that the affixed seal to said instrument is the corporate seal of said corporation; that they, being informed of the contents of said instrument, signed and sealed said instrument and that they executed the same in the name and on behalf of said corporation by order, authority and resolution of its Board of Directors and that they signed their names thereto by like order; that they executed the same, as and said instrument is, their free and voluntary act and deed and the free and voluntary act and deed of said corporation for the consideration, uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and Commonwealth aforesaid on the day and year above written.

James J. Quigley
Notary Public

Seal

JAMES J. QUIGLEY
My Commission Expires Feb. 11, 1977

SCHEDULE A

Description of the Cars

<u>Number of Cars</u>	<u>GCX Identifying Marks</u>		<u>D.O.T. Spec.</u>	<u>Capacity</u>	<u>Type of Service</u>	<u>Date of Acquisition</u>
	<u>From</u>	<u>To</u>				
11	413093	413103	111A 100 W2	13,600 gal.	Sulfuric Acid	April, 1973
7	416070	416076	111A 100 W1	16,250 gal.	Caustic Soda	December, 1972
29	945506	945534	LO-Hopper	5,250 gal.	HDPE	September, 1973